

The Kansas City Southern Railway Company
Louisiana & Arkansas Railway Company

114 West 11th Street, Kansas City, Missouri 64105

RICHARD P. BRUENING
General Counsel

October 10, 1979

RECORDATION NO. 10401-A Filed 1425

Hon. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, DC 20423

OCT 11 1979 - 10 45 AM
INTERSTATE COMMERCE COMMISSION

No. 8-234A015

Date OCT 11 1979

Fee \$ 10.00

ICC Washington, D. C.

RE: Statement of Substituted Numbers, dated as of October 1, 1979, relating to Conditional Sale Agreement dated as of April 15, 1979, among Bethlehem Steel Corporation, General Motors Corporation (Electro-Motive Division), and Pullman, Inc. (Pullman-Standard Division), ("Vendors"), and Louisiana & Arkansas Railway Company (the "Purchaser")

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. 11303 of the Interstate Commerce Act, as amended, there are transmitted, herewith, six completely executed counterparts of a Statement of Substituted Numbers relating to a change of numbers on Equipment covered by the above Conditional Sale Agreement, and the attendant Agreement and Assignment between Vendors and Chemical Bank (the Assignee).

The original Conditional Sale Agreement and the Agreement and Assignment were filed together as one document on May 29, 1979, and assigned recordation number 10401.

In accordance with 49 C.F.R. 1116.4 the following is submitted:

(1) The names and addresses of the parties to the Conditional Sale Agreement are:

Vendors:

General Motors Corporation
(Electro-Motive Division)
LaGrange, IL 60525

Pullman, Inc. (Pullman-Standard Division)
200 South Michigan Avenue
Chicago, IL 60604

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OPERATION BR.

CEA/PCS

Countersigned by Richard P. Bruening

Bethlehem Steel Corporation
Bethlehem, PA 18016

Purchaser: Louisiana & Arkansas Railway Company
114 West 11th Street
Kansas City, MO 64105

Guarantor: The Kansas City Southern Railway Company
114 West 11th Street
Kansas City, MO 64105

(2) The names and addresses of the parties to the Agreement and Assignment are:

Builders: General Motors Corporation
(Electro-Motive Division)
LaGrange, IL 60525

Pullman, Inc. (Pullman-Standard Division)
200 South Michigan Avenue
Chicago, IL 60604

Bethlehem Steel Corporation
Bethlehem, PA 18016

Assignee: Chemical Bank
55 Water Street
New York, NY 10041

(3) The equipment covered by the Statement of Substituted Numbers consists of the following:

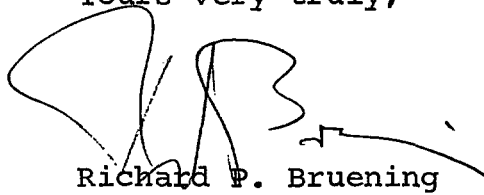
<u>Type</u>	<u>Quantity</u>	<u>Old Numbers</u>	<u>New Numbers</u>
3000 h.p. Model G.P. 40-2 Locomotive	2	KCS 900 & 901	KCS 798 & 799

Our draft in the sum of \$10.00 is enclosed to cover the filing fee.

3.

We request that all copies of the Statement of Substituted Numbers not required for your files be returned to the party tendering same.

Yours very truly,

A handwritten signature in black ink, appearing to be 'R. Bruening', with a large loop at the start and a horizontal line extending to the right.

Richard P. Bruening

RPB:cm
Encl.

Interstate Commerce Commission
Washington, D.C. 20423

10/11/79

OFFICE OF THE SECRETARY

Richard P. Bruening
General Counsel
Kansas City Southern RYW. Co.
114 West 11th St.
Kansas City, Missouri 64105

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/11/79 at 10:45am, and assigned re-
recording number(s). 10401-A

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. *10401-A* Filed 1425

OCT 11 1979 - 10 45 AM

INTERSTATE COMMERCE COMMISSION

STATEMENT OF SUBSTITUTED NUMBERS

RELATING TO

CONDITIONAL SALE AGREEMENT

DATED AS OF APRIL 15, 1979

AMONG

GENERAL MOTORS CORPORATION (ELECTRO-MOTIVE DIVISION),

BETHLEHEM STEEL CORPORATION, and

PULLMAN, INC. (PULLMAN STANDARD DIVISION)

CHEMICAL BANK, As Assignee

AND

LOUISIANA & ARKANSAS RAILWAY COMPANY

Dated as of October 1, 1979

STATEMENT OF SUBSTITUTED NUMBERS

DATED AS OF OCTOBER 1, 1979

WHEREAS, Bethlehem Steel Corporation, General Motors Corporation (Electro-Motive Division), Pullman, Inc. (Pullman Standard Division) (the "Vendors"), Louisiana & Arkansas Railway Company (the "Purchaser") and The Kansas City Southern Railway Company (the "Guarantor") entered into a Conditional Sale Agreement dated as of April 15, 1979; and

WHEREAS, as a part of said financing transaction, Vendors entered into a certain Agreement and Assignment with Chemical Bank (the "Assignee"), also dated as of April 15, 1979; and

WHEREAS, said Conditional Sale Agreement and Agreement and Assignment were recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on May 29, 1979, and assigned Recordation Number 10401; and

WHEREAS, Louisiana & Arkansas Railway Company, pursuant to Article 7 of the Conditional Sale Agreement, desires to change the numbers of certain units of Equipment covered thereby.

NOW, THEREFORE:

Louisiana & Arkansas Railway Company does hereby

change the numbers of such units of equipment in accordance with the following statement of new numbers to be substituted therefor:

Statement of New Numbers

Original Numbers

New Numbers

KCS 900

KCS 798

KCS 901

KCS 799

LOUISIANA & ARKANSAS RAILWAY COMPANY

By M. F. McClain
Vice President

ATTEST:

Geraldine D. Dollins
Assistant Secretary

STATE OF MISSOURI]
COUNTY OF JACKSON] ss.

On this 10th day of October, 1979, before me personally appeared M. F. McCLAIN, to me personally known who, being by me duly sworn, says that he is a Vice President of LOUISIANA & ARKANSAS RAILWAY COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

G.B. Niedermeier
Notary Public

G. B. NIEDERMEYER
Notary Public, State of Missouri
Commissioned in Jackson County
My Commission Expires May 29, 1983